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10 UNITED STATES DISTRICT COURT

11 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

12 WAYMO LLC,

13 Plaintiff,

14 vs.

15 UBER TECHNOLOGIES, INC.;
16 OTTOMOTTO LLC; OTTO TRUCKING
LLC,

17 Defendants.

CASE NO. 3:17-cv-00939-WHA

**DECLARATION OF LINDSAY COOPER
IN SUPPORT OF WAYMO'S
ADMINISTRATIVE MOTION TO SEAL
PLAINTIFF WAYMO'S OFFER OF
PROOF REGARDING DEFENDANTS'
DISCOVERY MISCONDUCT**

I, Lindsay Cooper, declare as follows:

1. I am an attorney licensed to practice in the State of California and am admitted to practice before this Court. I am an associate at the law firm Quinn Emanuel Urquhart & Sullivan, LLP, counsel for the Plaintiff Waymo LLC (“Waymo”). I have personal knowledge of the matters set forth in this Declaration, and if called as a witness I would testify competently to those matters.

2. I make this declaration in support of Waymo’s Administrative Motion to File Under Seal (“Waymo’s Administrative Motion”) confidential information in its Offer of Proof Regarding Defendant’s Discovery Misconduct (“Offer of Proof”). Waymo’s Administrative Motion seeks an order sealing the following materials:

Document	Portions to Be Filed Under Seal	Designating Party
Waymo’s Offer of Proof	Highlighted in blue	Defendants
	Highlighted in green	Waymo
Exhibit 1	Entire document	Defendants
Exhibit 2	Entire document	Defendants
Exhibit 3	Entire document	Defendants
Exhibit 4	Entire document	Defendants
Exhibit 5	Entire document	Defendants
Exhibit 6	Entire document	Defendants
Exhibit 7	Entire document	Defendants
Exhibit 8	Entire document	Defendants
Exhibit 9	Entire document	Defendants
Exhibit 10	Entire document	Defendants
Exhibit 12	Entire document	Defendants
Exhibit 13	Entire document	Defendants
Exhibit 14	Entire document	Defendants
Exhibit 15	Entire document	Defendants
Exhibit 16	Entire document	Defendants
Exhibit 17	Entire document	Defendants
Exhibit 18	Entire document	Defendants
Exhibit 19	Entire document	Defendants
Exhibit 20	Entire document	Defendants
Exhibit 21	Entire document	Defendants
Exhibit 22	Entire document	Defendants
Exhibit 23	Entire document	Defendants
Exhibit 24	Entire document	Defendants
Exhibit 27	Entire document	Defendants
Exhibit 32	Entire document	Defendants
Exhibit 33	Entire document	Waymo
Exhibit 34	Entire document	Defendants

1	Exhibit 35	Entire document	Defendants
2	Exhibit 36	Entire document	Defendants
3	Exhibit 37	Entire document	Defendants
4	Exhibit 38	Entire document	Defendants
5	Exhibit 40	Entire document	Defendants
6	Exhibit 41	Entire document	Defendants
7	Exhibit 42	Entire document	Defendants
8	Exhibit 43	Entire document	Defendants
9	Exhibit 44	Entire document	Defendants
10	Exhibit 45	Entire document	Defendants
11	Exhibit 48	Entire document	Defendants
12	Exhibit 49	Entire document	Defendants
13	Exhibit 50	Entire document	Defendants
14	Exhibit 51	Entire document	Defendants
15	Exhibit 52	Entire document	Defendants
16	Exhibit 53	Entire document	Defendants
17	Exhibit 54	Entire document	Defendants
18	Exhibit 56	Entire document	Defendants and/or third-parties
19	Exhibit 57	Entire document	Defendants and/or third-parties
20	Exhibit 58	Entire document	Defendants and/or third-parties
21	Exhibit 60	Entire document	Defendants and/or third-parties
22	Exhibit 61	Entire document	Defendants
23	Exhibit 62	Entire document	Defendants
24	Exhibit 63	Entire document	Defendants
25	Exhibit 64	Entire document	Defendants
26	Exhibit 65	Entire document	Defendants
27	Exhibit 66	Entire document	Defendants
28	Exhibit 67	Entire document	Defendants
	Exhibit 68	Entire document	Defendants
	Exhibit 69	Entire document	Defendants
	Exhibit 70	Entire document	Defendants
	Exhibit 71	Entire document	Defendants and/or third-parties
	Exhibit 72	Entire document	Defendants and/or third-parties
	Exhibit 73	Entire document	Defendants and/or third-parties
	Exhibit 75	Entire document	Defendants and/or third-parties
	Exhibit 76	Entire document	Defendants
	Exhibit 77	Entire document	Defendants
	Exhibit 78	Entire document	Defendants

1	Exhibit 83	Entire document	Defendants
2	Exhibit 84	Entire document	Defendants
3	Exhibit 85	Entire document	Defendants
4	Exhibit 86	Entire document	Defendants
5	Exhibit 87	Entire document	Defendants
6	Exhibit 88	Entire document	Defendants
7	Exhibit 90	Entire document	Defendants
8	Exhibit 93	Entire document	Defendants
9	Exhibit 94	Entire document	Defendants
10	Exhibit 95	Entire document	Defendants and/or third-parties
11	Exhibit 96	Entire document	Defendants and/or third-parties
12	Exhibit 97	Entire document	Defendants and/or third-parties
13	Exhibit 99	Entire document	Third-parties
14	Exhibit 100	Entire document	Defendants and/or third-parties
15	Exhibit 101	Entire document	Defendants and/or third-parties
16	Exhibit 102	Entire document	Defendants
17	Exhibit 103	Entire document	Defendants
18	Exhibit 104	Entire document	Defendants
19	Exhibit A	Entire document	Defendants
20	Exhibit B	Entire document	Defendants
21	Exhibit C	Entire document	Defendants
22	Exhibit D	Entire document	Defendants
23	Exhibit E	Entire document	Defendants
24	Exhibit F	Entire document	Defendants
25	Exhibit G	Entire document	Defendants
26	Exhibit H	Entire document	Defendants
27	Exhibit I	Entire document	Defendants
28	Exhibit J	Entire document	Defendants
	Exhibit K	Entire document	Defendants
	Exhibit L	Entire document	Defendants and/or third-parties
	Exhibit M	Entire document	Waymo
	Exhibit N	Entire document	Defendants and/or third-parties
	Exhibit P	Entire document	Defendants
	Exhibit Q	Entire document	Defendants and/or third-parties
	Exhibit R	Entire document	Defendants and/or third-parties
	Exhibit S	Entire document	Defendants and/or third-parties

Exhibit T	Entire document	Defendants
Exhibit U	Entire document	Defendants
	Highlighted in green	Waymo
Exhibit V	Entire document	Defendants
	Highlighted in green	Waymo
Exhibit W	Entire document	Defendants
Exhibit X	Entire document	Defendants
Exhibit Y	Entire document	Defendants
Exhibit Z	Entire document	Defendants
Exhibit AA	Entire document	Defendants

3. Waymo's Offer of Proof, Exhibit 33, and Exhibits M, U, and V, contain, reference, and/or describe highly confidential trade secret and sensitive business information. Portions of Waymo's Offer of Proof and Exhibits U & V (portions highlighted in green) contain, reference, and/or describe Waymo's asserted trade secrets. I understand that these trade secrets are maintained as secret by Waymo (Dkt. 25-47) and are valuable as trade secrets to Waymo's business (Dkt. 25-31). The public disclosure of this information would give Waymo's competitors access to in-depth descriptions—and analysis—of the functionality of Waymo's autonomous vehicle system. Portions of Waymo's Offer of Proof (portions highlighted in green), Exhibit 33, and Exhibit M also details confidential internal policies regarding off-the-record communication systems. I understand that this confidential business information is maintained by Waymo as secret. The public disclosure of this information would give Waymo's competitors access to information about Waymo's business practices, and if such information were made public, I understand that Waymo's competitive standing would be significantly harmed. Exhibit 33 is also privileged attorney work product, which is only disclosed to the court and opposing counsel in this litigation pursuant to Rule 502, Fed R. Evid. (*See* Dkt. 2363). Waymo's request to seal is narrowly tailored to only this information that merits sealing.

4. Waymo's Offer of Proof and exhibits thereto also contain information that Defendants and/or third-parties have designated as confidential and/or highly confidential. Waymo takes no position on the merits of sealing the material designated by Defendants and/or third-parties, and expects Defendants and/or third-parties to file one or more declarations in accordance with the Local Rules.

1 I declare under penalty of perjury under the laws of the State of California that the
2 foregoing is true and correct, and that this declaration was executed in San Francisco, California, on
3 January 12, 2018.

4 By /s/ Lindsay Cooper
5 Lindsay Cooper
6 Attorneys for WAYMO LLC

7 **SIGNATURE ATTESTATION**

8 Pursuant to Local Rule 5-1(i)(3), I attest under penalty of perjury that concurrence in the
9 filing of this document has been obtained from Lindsay Cooper.
10

11 /s/ Charles K. Verhoeven
12 Charles K. Verhoeven
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